FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
h	0.5								

By SAIC

Retirement Plan

By Trust

I

I

\$0<sup>(1)</sup>

\$0<sup>(1)</sup>

0

0

Commo

Stock

Common Stock

(4)

(4)

22,420.668

28,604

Sectio	this box if no k n 16. Form 4 or ontinue <i>. See</i> In	onger subject to r Form 5 obligations struction 1(b).	ST/			pursuant to	Section 16(a 30(h) of the	) of the S	Securit	ties Exchange	e Act of 193		Ρ	OMB Num Estimated hours per r	average b		3235-0287 0.5	
1. Name and Address of Reporting Person* <u>SCOTT DOUGLAS E</u>						. Issuer Nan	ne <b>and</b> Ticker <u>C.</u> [SAI]		(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (cited title Other (credit)								
(Last) (First) (Middle) 1710 SAIC DRIVE					3. Date of Earliest Transaction (Month/Day/Year) 11/16/2009								X Officer (give title Other (specify below) below) Exec VP, Gen'l Counsel & Sec'y					
(Street) MCLEA	itreet) MCLEAN VA 22102				4. If Amendment, Date of Original Filed (Month/Day/Year) X							ividual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)		(State)	(Zip)										Forminieu			eporting	Person	
			Table I - N					-	l, Dis	-			1					
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		/Year) if an	Deemed cution Date, y nth/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			5. Amount of Securities Beneficially O Following Rep Transaction(s	wned or l orted (Ins	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								v	Amount	(A) or (D)	Price	(Instr. 3 and 4						
Common	Stock			11/1	6/20	009		J <sup>(1)</sup>	v	161,843.2	75 A	<b>\$0</b> <sup>(1)</sup>	161,843.	275	D			
Common Stock			11/16/2009		009		J <sup>(1)</sup>	v	52,006.52	77 A	<b>\$0</b> <sup>(1)</sup>	52,006.5	277	I Sto		y Key xecutive cock eferral an		
Common Stock			11/16/2009		009		J <sup>(1)</sup>	v	22,420.66	58 A	<b>\$0</b> <sup>(1)</sup>	23,029.47	34 <sup>(2)</sup>	I R		y SAIC etiremen lan		
Common Stock		11/1	16/2009			J <sup>(1)</sup>	v	28,604	A	<b>\$0</b> <sup>(1)</sup>	28,604	1	Ι	By	y Trust			
			Table II	- Deri	vati	ive Secu	rities Acqu	uired,	Disp	osed of, o	or Benef	icially Ow	ned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				-	Exerc	isable and te	7. Title an Securities	d Amount of Underlying Security (Ins	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned	ly Dir or	Ownership Form: Direct (D) or Indirect	11. Natur of Indired Beneficia Ownersh (Instr. 4)	
	Security			Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transactio (Instr. 4)		(Instr. 4)	"	
Class A Preferred Stock	\$0 <sup>(3)</sup>	11/16/2009		J <sup>(1)</sup>	v		161,843.275	(3)		(4)	Common Stock	161,843.2	75 \$0 <sup>(1)</sup>	0		D		
Stock Option (Right to Buy)	\$13.5166	11/16/2009		J <sup>(1)</sup>	v		119,994	04/01/2006 <sup>(5)</sup>		03/31/2010	Class A Preferred Stock	119,994	• \$0 <sup>(1)</sup>	0		D		
Stock Option (Right to Buy)	\$14.64	11/16/2009		J <sup>(1)</sup>	v		120,000	03/21/2007 <sup>(5)</sup>		03/20/2011	Class A Preferred Stock	120,000	\$0 <sup>(1)</sup>	0		D		
Stock Option (Right to Buy)	\$13.5166	11/16/2009		J <sup>(1)</sup>	v	119,994		04/01/2	2006 <sup>(5)</sup>	03/31/2010	Common Stock	119,994	\$0 <sup>(1)</sup>	119,994	4	D		
Stock Option (Right to Buy)	\$14.64	11/16/2009		J <sup>(1)</sup>	v	120,000		03/21/2	2007 <sup>(5)</sup>	03/20/2011	Common Stock	120,000	\$0 <sup>(1)</sup>	120,000	0	D		
Class A Preferred Stock	\$0 <sup>(3)</sup>	11/16/2009		J <sup>(1)</sup>	v		52,006.5277	(3	3)	(4)	Common Stock	52,006.52	77 \$0 <sup>(1)</sup>	0		I	By Key Executive Stock Deferral Plan	

Explanation of Responses:

\$0<sup>(3)</sup>

\$0<sup>(3)</sup>

1. Pursuant to a reclassification exempt under Rule 16b-7, each share of Class A Preferred Stock, par value \$0.0001 (10 votes per share) was reclassified into one share of Common Stock, par value \$0.0001 (one vote per share). 2. During the period of January 1, 2009 through September 30, 2009, the reporting person acquired 206.7388 shares of SAIC, Inc. Common Stock under the SAIC Retirement Plan. The balance is pursuant to the reporting person's most recent account statement available.

(3)

(3)

3. Class A Preferred Stock was convertible into Common Stock on a 1 for 1 basis.

11/16/2009

11/16/2009

4. Class A Preferred Stock had no expiration date.

**J**(1)

**J**<sup>(1)</sup> v

v

5. The option is exercisable according to the following annual vesting schedule: 20% in years 1, 2 and 3, and 40% in year 4. The date exercisable set forth above is the first anniversary of the date of grant of each option and represents the date on which the option first became exercisable with respect to 20% of the underlying shares in accordance with the aforementioned vesting schedule.

22,420.668

28,604

**Remarks:** 

Class A

Preferred Stock

Class A

Preferred Stock

<u>N. Walker, Attorney-in-fact</u> \*\* Signature of Reporting Person <u>11/18/2009</u> Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.